

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

| | | |
|---|---|----------------------------------|
| In re: |) | |
| |) | Chapter 11 |
| |) | |
| NEIMAN MARCUS GROUP LTD LLC, <i>et al.</i> , ¹ |) | Case No. 20-32519 (DRJ) |
| |) | |
| Debtors. |) | (Joint Administration Requested) |
| |) | |
| |) | Re: Docket No. ____ |

**ORDER (I) AUTHORIZING THE PAYMENT OF
CERTAIN TAXES AND FEES AND (II) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”), to remit and pay (or, if applicable use tax credits to offset) Taxes and Fees, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that it may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors’ estates, their creditors, and

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Neiman Marcus Group LTD LLC (9435); Bergdorf Goodman Inc. (5530); Bergdorf Graphics, Inc. (9271); BG Productions, Inc. (3650); Mariposa Borrower, Inc. (9015); Mariposa Intermediate Holdings LLC (5829); NEMA Beverage Corporation (3412); NEMA Beverage Holding Corporation (9264); NEMA Beverage Parent Corporation (9262); NM Bermuda, LLC (2943); NM Financial Services, Inc. (2446); NM Nevada Trust (3700); NMG California Salon LLC (9242); NMG Florida Salon LLC (9269); NMG Global Mobility, Inc. (0664); NMG Notes PropCo LLC (1102); NMG Salon Holdings LLC (5236); NMG Salons LLC (1570); NMG Term Loan PropCo LLC (0786); NMG Texas Salon LLC (0318); NMGP, LLC (1558); The Neiman Marcus Group LLC (9509); The NMG Subsidiary LLC (6074); and Worth Avenue Leasing Company (5996). The Debtors’ service address is: One Marcus Square, 1618 Main Street, Dallas, Texas 75201.

² Capitalized terms used and not defined herein have the meanings assigned to them in the Motion.

other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. The Debtors are authorized to pay, remit, use tax credits to offset (if applicable), or otherwise satisfy undisputed amounts owed on account of the Taxes and Fees that arise or accrue in the ordinary course of their business (including posting collateral or a letter of credit in connection with any dispute related to the Audits or Assessments or paying any Taxes and Fees arising as a result of the Audits or Assessments) without regard to whether such obligations accrued or arose before or after the Petition Date; *provided* that the Debtors shall not pay any Taxes and Fees before such Taxes and Fees are due to the applicable Authority. To the extent that the Debtors have overpaid any Taxes or Fees, the Debtors are authorized to seek a refund or credit. Notwithstanding anything to the contrary, in the event the Debtors make a payment with respect to any Taxes and Fees for the prepetition portion of any "straddle" amount, and this Court subsequently determines such amount was not entitled to priority or administrative treatment under section 507(a)(8) or 503(b)(1)(B) of the Bankruptcy Code, the Debtors may (but shall not be required to) seek an order from the Court requiring a return of such amounts. Notwithstanding the relief granted herein or any actions taken hereunder, nothing contained in this Order shall permit

or authorize a Debtor to pay any Taxes or Fees owed to an Authority by an entity other than a Debtor, except that a Debtor may pay any Sales and Use Taxes, Franchise and Privilege Taxes, and Property Taxes, in each case, of a consolidated, combined or unitary group of which such Debtor is a member to the extent such Taxes and Fees are directly attributable to the operations or properties of such Debtor and its subsidiaries, in an amount not to exceed the lesser of (1) the amount of such Taxes and Fees for which such Debtor would be liable if it were not a member of such group (and such Taxes and Fees were instead reportable by the Debtor on a standalone basis or as part of a consolidated, combined or unitary group consisting of such Debtor and its subsidiaries) and (2) the amount of such Taxes and Fees actually due to the relevant Authority.

3. Notwithstanding the relief granted herein or any actions taken hereunder, nothing contained in this Order shall create any rights in favor of, or enhance the status of any claim held by, any of the Authorities.

4. The banks and financial institutions on which checks were drawn or electronic fund transfer requests made in payment of the prepetition obligations approved herein are authorized and directed to receive, process, honor, and pay all such checks and electronic fund transfer requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic fund transfer requests as approved by this Order.

5. Notwithstanding the relief granted herein and any actions taken pursuant to such relief, nothing in this Order shall be deemed: (a) an admission as to the amount of, basis for, or validity of any claim against a Debtor entity under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Debtors' or any other party in interest's right to dispute any claim on any grounds; (c) a promise or requirement to pay any claim; (d) an implication or

admission that any particular claim is of a type specified or defined in the Motion or any order granting the relief requested by the Motion or a finding that any particular claim is an administrative expense claim or other priority claim; (e) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; (g) a waiver or limitation of the Debtors', or any other party in interest's, rights under the Bankruptcy Code or any other applicable law; or (h) a concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) that may be satisfied pursuant to the relief requested in this Motion are valid, and the rights of all parties in interest are expressly reserved to contest the extent, validity, or perfection or seek avoidance of all such liens.

6. The Debtors are authorized to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored as a consequence of these chapter 11 cases with respect to prepetition amounts owed in connection with the relief granted herein.

7. Notwithstanding anything to the contrary in this Order, any payment or action taken by any of the Debtors pursuant to the authority granted in this Order must be in compliance with, and shall be subject to, any orders entered by the Court approving the Debtors' use of cash collateral and/or the Debtors' entry into any postpetition financing facilities or credit agreements, and any budgets in connection therewith governing any such postpetition financing and/or use of cash collateral (the "DIP Orders"). To the extent there is any inconsistency between the terms of any DIP Orders, on the one hand, and this Order, on the other, the terms of the DIP Orders shall control.

8. The contents of the Motion satisfy the requirements of Bankruptcy Rule 6003(b).

9. Notice of the Motion satisfies the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

10. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

11. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

12. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Houston, Texas

Dated: _____, 2020

UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Authorities

Authorities

| Taxing Authority | Tax Type | Address |
|--|-----------------|---|
| AK DEPARTMENT OF REVENUE | INCOME | P.O. BOX 110400 JUNEAU, AK 99811-0400 |
| AL DEPARTMENT OF REVENUE | INCOME | FINANCIAL INSTITUTION EXCISE UNIT P. O. BOX 327437 MONTGOMERY, AL 36132-7437 |
| ALABAMA DEPARTMENT OF REVENUE | FRANCHISE | BUSINESS PRIVILEGE TAX SECTION PO BOX 327320 MONTGOMERY, AL 36132-7320 |
| ALABAMA DEPARTMENT OF REVENUE | SALES | FINANCIAL INSTITUTION EXCISE UNIT P. O. BOX 327437 MONTGOMERY, AL 36132-7437 |
| ALABAMA SECRETARY OF STATE | ANNUAL REPORT | P.O. BOX 5616 MONTGOMERY, AL 36103-5616 |
| ALASKA SECRETARY OF STATE | ANNUAL REPORT | P.O. BOX 110400 JUNEAU, AK 99811-0400 |
| AR DIRECTOR OF FINANCE AND ADMINISTRATION | INCOME | PO BOX 3278 LITTLE ROCK, AR 72203 |
| ARIZONA DEPARTMENT OF REVENUE | SALES | P.O. BOX 29079 PHOENIX, AZ 85038 |
| ARIZONA SECRETARY OF STATE | ANNUAL REPORT | ATTN: UCC DEPT. 1700 W. WASHINGTON STREET, FL. 7 PHOENIX, AZ 85007-2808 |
| ARIZONA SECRETARY OF STATE | ANNUAL REPORT | 1700 W WASHINGTON ST FL 7 PHOENIX, AZ 85007 |
| ARKANSAS DEPARTMENT OF FINANCE & ADMINISTRATION | SALES | PO BOX 3278 LITTLE ROCK, AR 72203 |
| ARKANSAS SECRETARY OF STATE | ANNUAL REPORT | EXECUTIVE OFFICE STATE CAPITOL, SUITE 256 500 WOODLANE AVENUE LITTLE ROCK, AR 72201 |

| Taxing Authority | Tax Type | Address |
|---|-----------------|---|
| AZ DEPARTMENT OF REVENUE | INCOME | P.O. BOX 29079 PHOENIX, AZ 85038 |
| BARBARA K. CEGAVSKE | ANNUAL REPORT | SECRETARY OF STATE 202 NORTH CARSON STREET CARSON CITY, NE 89701-4201 |
| CA FRANCHISE TAX BOARD | INCOME | PO BOX 942867 SACRAMENTO, CA 94267-0001 |
| CALIFORNIA BOARD OF EQUALIZATION | SALES | PO BOX 942867 SACRAMENTO, CA 94267-0001 |
| CALIFORNIA SECRETARY OF STATE | ANNUAL REPORT | 1500 11TH STREET SACRAMENTO, CA 95814 |
| CITY OF BELLEVUE | SALES | LOCKBOX, PO BOX 34372 SEATTLE, WA 98124-1372 |
| CITY OF CASTLE PINES | SALES | 360 VILLAGE SQUARE LANE, SUITE B CASTLE PINES, CO 80108 |
| CITY OF CHICAGO DEPARTMENT OF FINANCE | SALES | 333 S. STATE STREET - ROOM 300 CHICAGO, IL 60604 |
| CITY OF NEW ORLEANS | SALES | SALES TAX DIVISION P.O. BOX 61840 NEW ORLEANS, LA 70161-1840 |
| CITY OF PHILADELPHIA DEPARTMENT OF REVENUE | FRANCHISE | PO BOX 1393 PHILADELPHIA, PA 19105-9731 |
| CO DEPARTMENT OF REVENUE | INCOME | PO BOX 17087 DENVER, CO 80217-0087 |
| COLORADO SECRETARY OF STATE | ANNUAL REPORT | 1700 BROADWAY, SUITE 200 DENVER, CO 80290 |
| COMMONWEALTH OF MASSACHUSETTS DEPARTMENT OF REVENUE | FRANCHISE | PO BOX 7062 BOSTON, MA 2204 |
| COMMONWEALTH OF MASSACHUSETTS DEPARTMENT OF REVENUE | SALES | P.O. BOX 419540 BOSTON, MA 02241-9540 |

| Taxing Authority | Tax Type | Address |
|---|-----------------|--|
| COMPTROLLER OF MARYLAND | SALES | PO BOX 8888 ANNAPOLIS, MD 21401-8888 |
| CONNECTICUT COMMISSIONER OF REVENUE SERVICES | SALES | PO BOX 2977 HARTFORD, CT 06104-2977 |
| CONNECTICUT SECRETARY OF STATE | ANNUAL REPORT | 450 COLUMBUS BLVD. SUITE 1 HARTFORD, CT 06103 |
| D.C. TREASURER | SALES | PO BOX 96384 WASHINGTON, DC 20090-6384 |
| DC OFFICE OF TAX AND REVENUE | INCOME | 1101 4TH STREET, SW WASHINGTON, DC 20024 |
| DC TREASURER | FRANCHISE | OFFICE OF TAX AND REVENUE PO BOX 96019 WASHINGTON, DC 20090-6019 |
| DC TREASURER OFFICE OF TAX AND REVENUE | FRANCHISE | PO BOX 96019 WASHINGTON, DC 20090-6019 |
| DE DIVISION OF REVENUE | INCOME | PO BOX 2044 WILMINGTON, DE 19801-2044 |
| DELAWARE DIVISION OF DELAWARE | FRANCHISE OTHER | PO BOX 830 WILMINGTON, DE 19801 – 830 |
| DELAWARE SECRETARY OF STATE | ANNUAL REPORT | PO BOX 898 DOVER, DE 19903 |
| DELAWARE SECRETARY OF STATE | ANNUAL REPORT | 820 NORTH FRENCH STREET WILMINGTON, DE 19801 |
| DENVER MANAGER OF REVENUE | SALES | 201 W. COLFAX AVE. DEPARTMENT 1010 DENVER, CO 80202 |
| DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS | ANNUAL REPORT | PO BOX 40 HONOLULU, HI 96810 |
| DEPARTMENT OF REVENUE SERVICES STATE OF CONNECTICUT | FRANCHISE | PO BOX 2974 HARTFORD, CT 06104-2974 |

| Taxing Authority | Tax Type | Address |
|--|-----------------|--|
| DISTRICT OF COLUMBIA | ANNUAL REPORT | DEPARTMENT OF CONSUMER & REGULATORY AFFAIRS 1100 4TH STREET SW WASHINGTON, DC 20024 |
| DISTRICT OF COLUMBIA OFFICE OF TAX AND REVENUE | FRANCHISE | 1101 4TH STREET SW SUITE W270 WASHINGTON, DC 20024 |
| DISTRICT OF COLUMBIA SECRETARY OF STATE | ANNUAL REPORT | 1350 PENNSYLVANIA AVENUE, NW, SUITE 203 WASHINGTON, DC 20004 |
| FL DEPARTMENT OF REVENUE | INCOME | 5050 WEST TENNESSEE STREET TALLAHASSEE, FL 32399 |
| FLORIDA DEPARTMENT OF REVENUE | INCOME | 5050 W TENNESSEE ST. TALLAHASSEE, FL 32399-0135 |
| FLORIDA DEPARTMENT OF REVENUE | ANNUAL REPORT | DIVISION OF CORPORATIONS 2415 N. MONROE STREET, SUITE 810 TALLAHASSEE, FL 32303 |
| FLORIDA DEPARTMENT OF REVENUE | SALES | 5050 WEST TENNESSEE STREET TALLAHASSEE, FL 32399 |
| FLORIDA SECRETARY OF STATE | ANNUAL REPORT | R.A. GRAY BUILDING 500 SOUTH BRONOUGH STREET TALLAHASSEE, FL 32399-0250 |
| GA DEPARTMENT OF REVENUE | INCOME | PO BOX 105597 ATLANTA, GA 30348-5597 |
| GEORGIA DEPARTMENT OF REVENUE | INCOME | PO BOX 105136 ATLANTA, GA 30348-5136 |
| GEORGIA DEPARTMENT OF REVENUE | SALES | SALES TAX DIVISION PO BOX 105597 ATLANTA, GA 30348-5597 |
| GEORGIA SECRETARY OF STATE | ANNUAL REPORT | 214 STATE CAPITOL ATLANTA, GA 30334 |
| GUAM GOVERNMENT SITE | ANNUAL REPORT | OFFICE OF THE GOVERNOR OF GUAM RICARDO J. BORDALLO GOVERNOR'S COMPLEX ADELUP, GUAM 96910 |

| Taxing Authority | Tax Type | Address |
|--------------------------------|-----------------|---|
| HAWAII SECRETARY OF STATE | ANNUAL REPORT | EXECUTIVE CHAMBERS STATE CAPITOL HONOLULU, HI 96813 |
| HAWAII STATE TAX COLLECTOR | SALES | P.O. BOX 1530 HONOLULU, HI 96806-1530 |
| HI DEPARTMENT OF TAXATION | INCOME | P.O. BOX 1530 HONOLULU, HI 96806-1530 |
| IA DEPARTMENT OF REVENUE | INCOME | PO BOX 10471 DES MOINES, IA 50306-0471 |
| ID STATE TAX COMMISSION | INCOME | PO BOX 83784 BOISE, ID 83707-3784 |
| IDAHO SECRETARY OF STATE | ANNUAL REPORT | P.O. BOX 83720 BOISE, ID 83720-0080 |
| IDAHO STATE TAX COMMISSION | SALES | PO BOX 76 BOISE, ID 83707-0076 |
| ILLINOIS DEPARTMENT OF REVENUE | SALES | PO BOX 19035 SPRINGFIELD, IL 62794-9035 |
| ILLINOIS DEPARTMENT OF REVENUE | INCOME | PO BOX 19035 SPRINGFIELD, IL 62794-9035 |
| ILLINOIS SECRETARY OF STATE | ANNUAL REPORT | 501 S. SECOND ST., STE 328 (OR: STE 351) SPRINGFIELD, IL 62756 |
| IN DEPARTMENT OF REVENUE | INCOME | P.O. BOX 7087 INDIANAPOLIS, IN 46207-7087 |
| INDIANA DEPARTMENT OF TAXATION | SALES | P.O. BOX 7087 INDIANAPOLIS, IN 46207-7087 |
| INDIANA SECRETARY OF STATE | ANNUAL REPORT | P.O. BOX 6195 INDIANAPOLIS, IN 46206-6195 |
| IOWA DEPARTMENT OF REVENUE | SALES | REVENUE PO BOX 10412 DES MOINES, IA 50306-0412 |

| Taxing Authority | Tax Type | Address |
|---------------------------------|-----------------|---|
| IOWA SECRETARY OF STATE | ANNUAL REPORT | P.O. BOX 9187 DES MOINES, IA 50306-9187 |
| KANSAS DEPARTMENT OF REVENUE | SALES | PO BOX 3506 TOPEKA, KS 66625-3506 |
| KANSAS SECRETARY OF STATE | ANNUAL REPORT | MEMORIAL HALL, 1ST FLOOR 120 SW 10TH AVENUE TOPEKA, KS 66612-1594 |
| KENTUCKY SECRETARY OF STATE | ANNUAL REPORT | 700 CAPITAL AVENUE SUITE 152 FRANKFORT, KY 40601 |
| KENTUCKY STATE TREASURER | FRANCHISE | KY DEPARTMENT OF REVENUE FRANKFORT, KY 40620-0021 |
| KENTUCKY STATE TREASURER | SALES | PO BOX 491 FRANKFORT, KY 40602-0491 |
| KS DEPARTMENT OF REVENUE | INCOME | PO BOX 750260 TOPEKA, KS 66699-0260 |
| KY DEPARTMENT OF REVENUE | INCOME | PO BOX 491 FRANKFORT, KY 40602-0491 |
| LA DEPARTMENT OF REVENUE | INCOME | P.O. BOX 3550 BATON ROUGE, LA 70821-3550 |
| LOUISIANA DEPARTMENT OF REVENUE | FRANCHISE | PO BOX 91011 BATON ROUGE, MS 70821-9011 |
| LOUISIANA DEPARTMENT OF REVENUE | SALES | P.O. BOX 3550 BATON ROUGE, LA 70821-3550 |
| LOUISIANA SECRETARY OF STATE | ANNUAL REPORT | PO BOX 94125 BATON ROUGE, LA 70804 |
| LOUISIANA SECRETARY OF STATE | ANNUAL REPORT | P.O. BOX 94125 BATON ROUGE, LA 70804-9125 |
| MA COMMISSIONER OF REVENUE | INCOME | P.O. BOX 419540 BOSTON, MA 02241-9540 |

| Taxing Authority | Tax Type | Address |
|---|-----------------|--|
| MAINE REVENUE SERVICES | SALES | P.O. BOX 1060 AUGUSTA, ME 04332-1060 |
| MAINE REVENUE SERVICES | INCOME | P.O. BOX 1060 AUGUSTA, ME 04332-1060 |
| MAINE SECRETARY OF STATE | ANNUAL REPORT | MATTHEW DUNLAP, SECRETARY OF STATE 148 STATE HOUSE STATION AUGUSTA, ME 04333-014 |
| MARYLAND SECRETARY OF STATE | ANNUAL REPORT | 16 FRANCIS ST. ANNAPOLIS, MD 21401 |
| MASSACHUSETTS SECRETARY OF STATE | ANNUAL REPORT | PO BOX 9557 BOSTON, MA 2114 |
| MD STATE COMPTROLLER | INCOME | PO BOX 8888 ANNAPOLIS, MD 21401-8888 |
| MI DEPARTMENT OF TREASURY. | INCOME | PO BOX 30774 LANSING, MI 48909-8274 |
| MICHIGAN DEPARTMENT OF LABOR & ECONOMIC GROWTH | ANNUAL REPORT | PO BOX 30054 LANSING, MI 48909 |
| MICHIGAN SECRETARY OF STATE | ANNUAL REPORT | MICHIGAN DEPARTMENT OF STATE LANSING, MI 48918 |
| MINNESOTA DEPARTMENT OF REVENUE | SALES | 600 NORTH ROBERT ST. ST. PAUL, MN 55101 |
| MINNESOTA SECRETARY OF STATE | ANNUAL REPORT | 60 EMPIRE DR., SUITE 100 SAINT PAUL, MN 55103 |
| MISSISSIPPI DEPARTMENT OF REVENUE | FRANCHISE | PO BOX 23192 JACKSON, MS 39225-3192 |
| MISSISSIPPI DEPARTMENT OF REVENUE | SALES | 500 CLINTON CENTER DRIVE CLINTON, MS 39056 |
| MISSISSIPPI SECRETARY OF STATE | ANNUAL REPORT | 401 MISSISSIPPI STREET JACKSON, MS 39201 |

| Taxing Authority | Tax Type | Address |
|--|-----------------|--|
| MISSOURI DEPARTMENT OF REVENUE | SALES | PO BOX 30774 LANSING, MI 48278-0172 |
| MISSOURI SECRETARY OF STATE | ANNUAL REPORT | 600 WEST MAIN STREET JEFFERSON CITY, MO 65101 |
| MN COMMISSIONER OF REVENUE. | INCOME | 600 NORTH ROBERT ST. ST. PAUL, MN 55101 |
| MO DIRECTOR OF REVENUE | INCOME | 301 WEST HIGH STREET JEFFERSON CITY, MO 65101 |
| MONTANA SECRETARY OF STATE | ANNUAL REPORT | MONTANA CAPITOL BUILDING, RM 260 P.O. BOX 202801 HELENA, MT 59620-2801 |
| MONTGOMERY COUNTY, MARYLAND DEPARTMENT OF FINANCE | SALES | 101 MONROE ST # 15 ROCKVILLE, MD 20850 |
| MS DEPARTMENT OF REVENUE | INCOME | 500 CLINTON CENTER DRIVE CLINTON, MS 39056 |
| MT DEPARTMENT OF REVENUE | INCOME | PO BOX 5805 HELENA, MT 59604-5805 |
| NC SECRETARY OF REVENUE | INCOME | POST OFFICE BOX 27431 RALEIGH, NC 27611 |
| ND TAX COMMISSIONER | INCOME | 600 E. BOULEVARD AVE., DEPT. 127 BISMARCK, ND 58505-0599 |
| NE TAX COMMISSIONER | INCOME | PO BOX 98934 LINCOLN, NE 68509-8934 |
| NEBRASKA DEPARTMENT OF REVENUE | SALES | PO BOX 98934 LINCOLN, NE 68509-8934 |
| NEBRASKA SECRETARY OF STATE | ANNUAL REPORT | P.O. BOX 94608 LINCOLN, NE 68509-4608 |
| NEVADA DEPARTMENT OF TAXATION | COMMERCE TAX | PO BOX 51180 LOS ANGELES, CA 90051-5480 |

| Taxing Authority | Tax Type | Address |
|---|-----------------|--|
| NEVADA DEPARTMENT OF TAXATION | SALES | 555 E. WASHINGTON AVE, SUITE 1300 LAS VEGAS, NE 89101 |
| NEVADA SECRETARY OF STATE | ANNUAL REPORT | 101 N CARSON STREET SUITE 3 CARSON CITY, NV 89701 |
| NEW HAMPSHIRE SECRETARY OF STATE | ANNUAL REPORT | 109 PLEASANT STREET CONCORD, NH 03301 |
| NEW JERSEY DEPARTMENT OF TAXATION | SALES | SALES TAX DIVISION PO BOX 002 TRENTON, NJ 08625-0002 |
| NEW JERSEY DIVISION OF TAXATION | INCOME | PO BOX 002 TRENTON, NJ 08625-0002 |
| NEW JERSEY SECRETARY OF STATE | ANNUAL REPORT | NJ DEPARTMENT OF STATE PO BOX 300 TRENTON, NJ 08625 |
| NEW MEXICO SECRETARY OF STATE | ANNUAL REPORT | 325 DON GASPAR, SUITE 300 SANTA FE, NM 87501 |
| NEW MEXICO TAXATION AND REVENUE DEPARTMENT | SALES | P.O. BOX 25127 SANTA FE, NM 87504-5127 |
| NEW YORK SECRETARY OF STATE | ANNUAL REPORT | 123 WILLIAM STREET NEW YORK, NY 10038-3804 |
| NEW YORK STATE PROMPTAX | SALES | SALES TAX DIVISION PO BOX 4127 BINGHAMTON, NY 13902-4127 |
| NH DEPARTMENT OF REVENUE ADMINISTRATION | INCOME | PO BOX 454 CONCORD, NH 03302-0454 |
| NM TAX & REVENUE DEPARTMENT | INCOME | P.O. BOX 25127 SANTA FE, NM 87504-5127 |
| NORTH CAROLINA DEPARTMENT OF REVENUE | FRANCHISE | PO BOX 25000 RALEIGH, NC 27640-0520 |
| NORTH CAROLINA DEPARTMENT OF REVENUE | SALES | POST OFFICE BOX 27431 RALEIGH, NC 27611 |

| Taxing Authority | Tax Type | Address |
|--|-----------------|--|
| NORTH CAROLINA SECRETARY OF STATE | ANNUAL REPORT | PO BOX 29622 RALEIGH, NC 27626 |
| NORTH CAROLINA SECRETARY OF STATE | ANNUAL REPORT | PO BOX 25000 RALEIGH, NC 27640-0640 |
| NORTH DAKOTA OFFICE OF STATE TAX COMMISSIONER | SALES | 600 E. BOULEVARD AVE., DEPT. 127 BISMARCK, ND 58505-0599 |
| NORTH DAKOTA SECRETARY OF STATE | ANNUAL REPORT | 600 E BOULEVARD AVENUE DEPARTMENT 108 BISMARCK, ND 58505-0500 |
| NV DEPARTMENT OF REVENUE | INCOME | 555 E. WASHINGTON AVE, SUITE 1300 LAS VEGAS, NE 89101 |
| NY DEPARTMENT OF TAXATION AND FINANCE | INCOME | NYS ASSESSMENT RECEIVABLES PO BOX 4127 BINGHAMTON, NY 13902-4127 |
| NYS DIVISION OF CORPORATIONS | ANNUAL REPORT | ONE COMMERCE PLAZA, 99 WASHINGTON AVENUE ALBANY, NY 12231-0001 |
| OFFICE OF THE GEORGIA SECRETARY OF STATE | ANNUAL REPORT | ATTN: 2 MLK, JR. DR. SUITE 313, FLOYD WEST TOWER ATLANTA, GA 30334-1530 |
| OH TAX COMMISSIONER | INCOME | 4485 NORTHLAND RIDGE BLVD. COLUMBUS, OH 43229 |
| OHIO DEPARTMENT OF TAXATION | CAT | P.O. BOX 16158 COLUMBUS, OH 43216-6158 |
| OHIO DEPARTMENT OF TAXATION | SALES | OHIO DEPARTMENT OF TAXATION P.O. BOX 16560 COLUMBUS, OH 43216-6560 |
| OHIO SECRETARY OF STATE | ANNUAL REPORT | OHIO DEPARTMENT OF TAXATION PO BOX 2057 COLUMBUS, OH 43270-2057 |
| OK DEPARTMENT OF REVENUE | INCOME | POST OFFICE BOX 26800 OKLAHOMA CITY, OK 73126-0800 |

| Taxing Authority | Tax Type | Address |
|--|-----------------|--|
| OKLAHOMA SECRETARY OF STATE | ANNUAL REPORT | 421 NW 13TH ST, SUITE 210/220 OKLAHOMA CITY, OK 73103 |
| OKLAHOMA TAX COMMISSION | SALES | POST OFFICE BOX 26850 OKLAHOMA CITY, OK 73126-0850 |
| OR DEPARTMENT OF REVENUE | INCOME | 955 CENTER ST NE SALEM, OR 97301-2555 |
| OREGON DEPARTMENT OF REVENUE | CAT | 956 CENTER ST. SALEM, OR 97301 |
| OREGON SECRETARY OF STATE | ANNUAL REPORT | 900 COURT STREET NE CAPITOL ROOM 136 SALEM, OR 97310-0722 |
| PENNSYLVANIA DEPARTMENT OF REVENUE | INCOME | PO BOX 280427 HARRISBURG, PA 17128-0427 |
| PENNSYLVANIA DEPARTMENT OF REVENUE | FRANCHISE | PO BOX 280427 HARRISBURG, PA 17128-0427 |
| PENNSYLVANIA DEPARTMENT OF REVENUE | SALES | PO BOX 280905 HARRISBURG, PA 17128-0905 |
| PENNSYLVANIA DEPARTMENT OF REVENUE | INCOME | PO BOX 280905 HARRISBURG, PA 17128-0905 |
| PENNSYLVANIA SECRETARY OF STATE | ANNUAL REPORT | PA DEPARTMENT OF REVENUE PO BOX 280905 HARRISBURG PA 17128-0905, PA 17128-0905 |
| PUERTO RICO DEPARTMENT OF TREASURY | SALES | P.O. BOX 9024140 SAN JUAN, PR 00902-4140 |
| PUERTO RICO SECRETARY OF STATE | ANNUAL REPORT | P.O. BOX 9024140 SAN JUAN, PR 00902-4140 |
| RHODE ISLAND AND PROVIDENCE PLANTATIONS | SALES | ONE CAPITOL HILL PROVIDENCE, RI 02908-5806 |
| RHODE ISLAND SECRETARY OF STATE | ANNUAL REPORT | 148 WEST RIVER STREET PROVIDENCE, RI 02904-2615 |

| Taxing Authority | Tax Type | Address |
|--|-----------------|---|
| RHODE ISLAND TAX ADMINISTRATOR | INCOME | ONE CAPITOL HILL PROVIDENCE, RI 02908-5806 |
| SD DEPARTMENT OF REVENUE | INCOME | 445 E CAPITOL AVE PIERRE, SD 57501 |
| SECRETARY OF THE COMMONWEALTH OF MASSACHUSETTS | ANNUAL REPORT | CORPORATIONS DIVISION ONE ASHBURTON PLACE, 17TH FLOOR BOSTON, MA 02108-1512 |
| SECRETARY OF THE COMMONWEALTH OF MASSACHUSETTS | ANNUAL REPORT | CORPORATIONS DIVISION ONE ASHBURTON PLACE, 17TH FLOOR BOSTON, MA 02108-1512 |
| SECRETARY OF THE STATE OF CONNECTICUT | ANNUAL REPORT | 30 TRINITY STREET P.O. BOX 150470 HARTFORD, CT 06115-0470 |
| SECRETARY OF THE STATE OF CONNECTICUT | ANNUAL REPORT | 30 TRINITY STREET P.O. BOX 150470 HARTFORD, CT 06115-0470 |
| SOUTH CAROLINA DEPARTMENT OF REVENUE | SALES | PO BOX 100161 COLUMBIA, SC 29202 |
| SOUTH CAROLINA DEPARTMENT OF REVENUE | INCOME | PO BOX 100161 COLUMBIA, SC 29202 |
| SOUTH CAROLINA SECRETARY OF STATE | ANNUAL REPORT | 1205 PENDLETON STREET SUITE 525 COLUMBIA, SC 29201 |
| SOUTH DAKOTA SECRETARY OF STATE | ANNUAL REPORT | 215 E. PROSPECT AVE. PIERRE, SD 57501 |
| SOUTH DAKOTA STATE TREASURER | SALES | 445 E CAPITOL AVE PIERRE, SD 57501 |
| STATE OF CALIFORNIA FRANCHISE TAX BOARD | FRANCHISE | PO BOX 942857 SACRAMENTO, CA 94257-0511 |
| STATE OF COLORADO DEPARTMENT OF REVENUE | SALES | PO BOX 17087 DENVER, CO 80217-0087 |

| Taxing Authority | Tax Type | Address |
|---|------------------|---|
| STATE OF MICHIGAN | SALES | DEPARTMENT 78172 PO BOX 78000 DETROIT, MI 48278-0172 |
| STATE OF NEW JERSEY | ANNUAL REPORT | DEPARTMENT OF THE TREASURY DIVISION OF REVENUE AND ENTERPRISE SERVICES PO BOX 252 TRENTON, NJ 08625-0252 |
| STATE OF NEW JERSEY | NEW JERSEY AUDIT | DIVISION OF TAXATION PO BOX 281 TRENTON, NJ 08695-0281 |
| STATE OF RHODE ISLAND DIVISION OF TAXATION | FRANCHISE | DEPARTMENT #88 PO BOX 9702 PROVIDENCE, RI 02940-9702 |
| STATE OF WASHINGTON DEPARTMENT OF REVENUE | SALES | 3315 S 23RD ST #300 TACOMA, WA 98405 |
| TENNESSEE DEPARTMENT OF REVENUE | FRANCHISE | ANDREW JACKSON STATE OFFICE BUILDING 500 DEADERICK STREET NASHVILLE, TN 37242 |
| TENNESSEE DEPARTMENT OF REVENUE | GROSS RECEIPTS | ANDREW JACKSON STATE OFFICE BUILDING 500 DEADERICK STREET NASHVILLE, TN 37242 |
| TENNESSEE DEPARTMENT OF REVENUE | SALES | 500 DEADERICK ST NASHVILLE, TN 37242 |
| TENNESSEE DEPARTMENT OF REVENUE | INCOME | 500 DEADERICK ST NASHVILLE, TN 37242 |
| TENNESSEE SECRETARY OF STATE | ANNUAL REPORT | 500 DEADERICK STREET NASHVILLE, TN 37242 |
| TEXAS COMPTROLLER OF PUBLIC ACCOUNTS | FRANCHISE | PO BOX 149348 AUSTIN, TX 78714-9348 |
| TEXAS COMPTROLLER OF PUBLIC ACCOUNTS | SALES | P.O. BOX 13528, CAPITOL STATION AUSTIN, TX 78711-3528 |

| Taxing Authority | Tax Type | Address |
|---------------------------------------|-----------------|---|
| TEXAS COMPTROLLER OF PUBLIC ACCOUNTS. | INCOME | P.O. BOX 13528, CAPITOL STATION AUSTIN, TX 78711-3528 |
| TEXAS SECRETARY OF STATE | ANNUAL REPORT | 1019 BRAZOS ST AUSTIN, TX 78701 |
| TEXAS STATE COMPTROLLER | TEXAS AUDIT | COMPTROLLER OF PUBLIC ACCOUNTS 111 E. 17TH STREET AUSTIN, TX 78774-0100 |
| TOWN OF MT. CRESTED BUTTE | SALES | SALES TAX DEPARTMENT P.O. BOX 5800 MT. CRESTED BUTTE, CO 81225 |
| UPPER MERION TOWNSHIP | FRANCHISE | 175 W. VALLEY FORGE RD. KING OF PRUSSIA, PA 19406 |
| UTAH DEPARTMENT OF COMMERCE | ANNUAL REPORT | 160 EAST 300 SOUTH, 2ND FLOOR BOX 146705 SALT LAKE CITY, UT 84114-6705 |
| UTAH SECRETARY OF STATE | ANNUAL REPORT | 350 NORTH STATE STREET, SUITE 220 P.O. BOX 142325 SALT LAKE CITY, UT 84114-2325 |
| UTAH STATE TAX COMMISSION | SALES | 210 NORTH 1950 WEST SALT LAKE CITY, UT 84134-0266 |
| UTAH STATE TAX COMMISSION | INCOME | 210 NORTH 1950 WEST SALT LAKE CITY, UT 84134-0266 |
| VERMONT COMMISSIONER OF TAXES | INCOME | PO BOX 1779 MONTPELIER, VT 05601-1779 |
| VERMONT DEPARTMENT OF TAXES | SALES | PO BOX 1779 MONTPELIER, VT 05601-1779 |
| VERMONT SECRETARY OF STATE | ANNUAL REPORT | 128 STATE STREET MONTPELIER, VT 05633-1101 |
| VIRGIN ISLANDS SECRETARY OF STATE | ANNUAL REPORT | 5049 KONGENS GADE ST. THOMAS, VIRGIN ISLANDS 00802 |
| VIRGINIA DEPARTMENT OF TAXATION | SALES | PO BOX 26627 RICHMOND, VA 23261-6627 |

| Taxing Authority | Tax Type | Address |
|---------------------------------------|-----------------|---|
| VIRGINIA DEPARTMENT OF TAXATION | INCOME | PO BOX 1500 RICHMOND, VA 23218-1500 |
| VIRGINIA SECRETARY OF STATE | ANNUAL REPORT | P.O. BOX 1475 RICHMOND, VA 23218 |
| VIRGINIA STATE CORPORATION COMMISSION | ANNUAL REPORT | 6060 COVENTRY DRIVE ELKHORN, NE 68022 |
| WA DEPARTMENT OF REVENUE | INCOME | 3315 S 23RD ST #300 TACOMA, WA 98405 |
| WASHINGTON SECRETARY OF STATE | ANNUAL REPORT | PO BOX 40220 OLYMPIA, WA 98504-0220 |
| WEST VIRGINIA SECRETARY OF STATE | ANNUAL REPORT | STATE CAPITOL BUILDING CHARLESTON, WV 25305 |
| WEST VIRGINIA STATE TAX DEPARTMENT | SALES | P.O. BOX 1826 CHARLESTON, WV 25327-1826 |
| WEST VIRGINIA TAX DEPARTMENT | INCOME | P.O. BOX 1202 CHARLESTON, WV 25324-1202 |
| WISCONSIN DEPARTMENT OF REVENUE | SALES | PO BOX 930208 MILWAUKEE, WI 53293-0208 |
| WISCONSIN DEPARTMENT OF REVENUE | INCOME | PO BOX 930208 MILWAUKEE, WI 53293-0208 |
| WISCONSIN SECRETARY OF STATE | ANNUAL REPORT | P.O. BOX 7848 MADISON, WI 53707 - 7848 |
| WYOMING DEPARTMENT OF REVENUE | INCOME | HERSCHLER BUILDING EAST 122 WEST 25TH STREET, SUITE E301 CHEYENNE, WY 82002 |
| WYOMING DEPARTMENT OF REVENUE | SALES | HERSCHLER BUILDING EAST 122 WEST 25TH STREET, SUITE E301 CHEYENNE, WY 82002 |
| WYOMING SECRETARY OF STATE | ANNUAL REPORT | 122 W 25TH ST SUITES 100 AND 101 CHEYENNE, WY 82002-0020 |